

UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF FLORIDA  
TAMPA DIVISION

GRAND LODGE OF PENNSYLVANIA, ) No. 8:07-cv-479-T-26EAJ  
and All Others Similarly Situated, ) **(Consolidated)**  
 )  
Plaintiff, ) CLASS ACTION  
 )  
vs. )  
 )  
BRIAN P. PETERS, BRIAN F. GRIMES, )  
JUSTIN D. LOCKE, ANNE V. LEE, and )  
COAST FINANCIAL HOLDINGS, INC., )  
 )  
Defendants. )  
 )  
\_\_\_\_\_ )

PROOF OF CLAIM AND RELEASE

EXHIBIT A-2

**NOTE:** You are urged to read carefully the accompanying Notice of Pendency and Proposed Settlement of Class Action (the “Notice”). In order to be eligible to participate in the settlement described in the Notice (the “Settlement”), Class Members or their authorized representatives must complete this Proof of Claim and Release (“Proof of Claim”), sign it and mail it, sufficient postage pre-paid, to the Claim Administrator **postmarked no later than \_\_\_\_\_, 2009. If you need assistance filling out this Proof of Claim, please contact the Claims Administrator.**

**I. GENERAL INSTRUCTIONS FOR THIS PROOF OF CLAIM**

1. Please read the instructions to this Proof of Claim very carefully. If you do not accurately and timely submit this Proof of Claim, you may be prohibited from participating in the Settlement. Even if this occurs, you will still be bound by the terms of the Settlement and any orders and judgments of the Court unless you exclude yourself from the Settlement as provided in the Notice.

2. In order to be eligible to participate in the Settlement in Grand Lodge of Pennsylvania v. Peters, et al., Case No. 8:07-cv-478-T-26EAJ (the “Litigation”), you must have purchased the common stock of Coast Financial Holdings, Inc. (“Coast”) during the period January 21, 2005 through January 22, 2007, inclusive (the “Class Period”). Even if you purchased Coast common stock during the Class Period, you are excluded from participation in the settlement if you are (a) one of the defendants in the Litigation, (b) a partner, officer, director, or affiliate of any of the defendants in the Litigation, (c) a member of the immediate family (parent, spouse, sibling, or child) of any of the defendants in the litigation, or (d) are an entity in which any of the defendants in the Litigation have a

controlling interest. **If you did not purchase Coast common stock during the Class Period, or are excluded from participation in the settlement as described in this paragraph, please do NOT submit this Proof of Claim.**

3. To be eligible to participate in the Settlement, you must truthfully and accurately complete and, on page \_\_\_ hereof, sign this Proof of Claim. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE \_\_\_\_\_, 2009, ADDRESSED AS FOLLOWS:**

*Coast Securities Litigation*  
Claims Administrator  
c/o RSM McGladrey, Inc.

\_\_\_\_\_  
\_\_\_\_\_

If you do not truthfully or accurately complete this Proof of Claim, or if you do not mail your Proof of Claim to the Claims Administrator **on or before \_\_\_\_\_, 2009**, you will not be entitled to participate in the Settlement, but you will still be bound by the terms of the Settlement and any orders of the Court.

4. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of settlement in the Litigation.

5. If you are a member of the Class and you have not timely requested exclusion, you are bound by the terms of any judgment entered in the Litigation, **whether or not you submit this Proof of Claim.**

## **II. INSTRUCTIONS FOR PART I OF THIS PROOF OF CLAIM – CLAIMANT IDENTIFICATION**

1. This claim must be filed by the actual beneficial purchaser of Coast common stock or the legal representative of the actual beneficial purchaser, and not by the record purchaser of the stock. If you purchased Coast common stock and held the certificate(s) in your own name, then you are the beneficial purchaser of the stock. If you purchased Coast common stock and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are still the beneficial purchaser, but the third party is the record purchaser.

2. If you are a record purchaser or nominee for a beneficial purchaser of Coast common stock, then you must, within ten (10) days after receiving the Notice, either (a) send a copy of the Notice and this Proof of Claim by first class mail to all beneficial purchasers during the Class Period of Coast common stock for whom you hold as a record purchaser or nominee or (b) provide a list of the names and addresses of all beneficial purchasers of such Coast common stock to the Claims Administrator. Additional information about these issues is included in Section \_\_ of the Notice.

3. If you are a beneficial purchaser of Coast common stock during the Class Period, please use Part I of this form entitled “Claimant Identification” to provide information identifying yourself. Where indicated in Part I, you should also identify any record purchaser or nominee for the shares of Coast common stock to which this Proof of Claim pertains, if that record purchaser or nominee is different from the beneficial purchaser of the Coast common stock.

4. If the shares of Coast common stock to which this Proof of Claim pertains were owned jointly, each joint purchaser must complete and sign this Proof of Claim.

5. Executors, administrators, guardians, conservators and trustees must complete and sign this Proof of Claim on behalf of persons represented by them, and they must identify the persons or entities whom they represent and provide proof of their authority (e.g., powers of attorney or currently effective letters testamentary or letters of administration) to submit this Proof of Claim. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

6. Please complete and submit a separate Proof of Claim for each differently named account or form of ownership, such as an individual account, an IRA account, a joint account, a custodial account, etc. Joint tenants, co-owners, or UGMA custodians should file a single claim. Persons who file more than one claim (e.g., one in the person's name and one for an IRA or joint account) must identify the other claims filed.

### **III. INSTRUCTIONS FOR PART II OF THIS PROOF OF CLAIM – SCHEDULE OF TRANSACTIONS IN COAST COMMON STOCK**

1. Use Part II of this form entitled "Schedule of Transactions in Coast Common Stock" to supply all required details of your transaction(s) in Coast common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to *all* of your purchases and *all* of your sales of Coast common stock which took place at any time between January 21, 2005 through January 22, 2007, inclusive, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

3. List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.

4. The date of purchase and/or sale of shares of Coast common stock is the “trade” date and not the “settlement” date.

5. The date of covering a “short sale” is deemed to be the date of purchase of Coast common stock. The date of a “short sale” is deemed to be the date of sale of Coast common stock.

6. You must attach to this Proof of Claim copies of brokerage confirmations, monthly statements, or other documentation evidencing your transactions in Coast common stock during the Class Period in order for your claim to be valid. **Please do not attach original documents.**

UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF FLORIDA  
TAMPA DIVISION

*Grand Lodge of Pennsylvania v. Peters, et al.*,  
No. 8:07-cv-479-T-26EAJ

PROOF OF CLAIM

Must Be Postmarked No Later Than:

\_\_\_\_\_, 2009

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

\_\_\_\_\_  
Beneficial Owner's Name (First, Middle, Last)

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City

\_\_\_\_\_  
State or Province

\_\_\_\_\_  
Zip Code or Postal Code

\_\_\_\_\_  
Country

\_\_\_\_\_  
Social Security Number or  
Taxpayer Identification Number

\_\_\_\_\_  
Individual

\_\_\_\_\_  
Corporation/Other

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Telephone Number (work)

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Telephone Number (home)

\_\_\_\_\_  
Record Owner's Name (if different from beneficial owner listed above)

PART II: SCHEDULE OF TRANSACTIONS IN COAST COMMON STOCK

- A. Number of shares of Coast common stock held at the beginning of trading on January 21, 2005: \_\_\_\_\_
- B. Purchases (January 21, 2005 – January 22, 2007, inclusive) of Coast common stock:

Trade Date Mo. Day Year	Number of Shares Purchased	Total Purchase Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

IMPORTANT: Identify by number listed above all purchases in which you covered a “short sale”: \_\_\_\_\_

- D. Sales (January 21, 2005 – January 22, 2007, inclusive) of Coast common stock:

Trade Date Mo. Day Year	Number of Shares Sold	Total Sales Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

- E. Number of shares of Coast common stock held at close of trading on January 22, 2007: \_\_\_\_\_

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

**YOU MUST READ THE RELEASE AND YOUR SIGNATURE ON PAGE \_\_ WILL CONSTITUTE YOUR ACKNOWLEDGMENT OF THE RELEASE.**

#### **IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS**

I (We) submit this Proof of Claim under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the Middle District of Florida, Tampa Division, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to the Claims Administrator or Lead Counsel to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or sales of Coast common stock during the Class Period and know of no other Person having done so on my (our) behalf.

#### **V. RELEASE**

1. By signing this Proof of Claim, and in consideration of the establishment of the Settlement Fund as described in the Notice, I (We), on behalf of myself (ourselves) and my (our) heirs, executors, administrators, successors, assigns, representatives, and all other persons who may claim by or through me (us), do hereby fully, finally and forever settle, release, any and all Released Persons from any and all Released Claims. By signing this Proof of Claim, I (we) also covenant and agree to refrain from instituting, commencing, prosecuting, or participating in, either directly, indirectly, representatively, or in any other capacity, any and all Released Claims against any and all Released Persons.

2. For purposes of this Proof of Claim and the release contained herein, “Released Claims” means any and all claims, rights, demands, obligations, controversies, debts, damages, losses, actions, causes of action, and liabilities of any kind or nature whatsoever (collectively, “Claims”) whether in law or equity, whether based on federal,

state, local, statutory, or common law or any other law, whether accrued or unaccrued, fixed or contingent, or matured or unmatured, including both known and Unknown Claims, that have been or could have been asserted by the Lead Plaintiffs or the Class Members, or any of them, or the heirs, executors, successors, or assigns of any of them, directly, derivatively, or in any representative or other capacity, in the Litigation or any other forum at any point from the beginning of time to the date of the Stipulation's execution arising out of, based upon, or in any way related to the purchase of Coast common stock during the Class Period (including the sale or holding of any shares purchased during the Class Period) and the allegations, transactions, facts, events, matters, occurrences, acts, representations, or omissions involved in, set forth in, or referred to in the Complaint or that could have been asserted in the Complaint, including, without limitation, Claims for negligence, gross negligence, breach of fiduciary duty, breach of the duty of care, breach of the duty of loyalty, breach of the duty of candor, fraud, fraud in the inducement, negligent misrepresentation, or violations of any state or federal securities laws.

3. For purposes of this Proof of Claim and the release contained herein, "Unknown Claims" means any and all Released Claims that I (we) do not know or suspect to exist in my (our) favor at the time of the release of the Released Parties from the Released Claims which, if known by me (us), might have affected my (our) decisions with respect to the Settlement with and release of the Released Persons, or might have affected my (our) decision not to object to the Settlement. With respect to any and all Released Claims, I (we) expressly waive the provisions, rights and benefits of California Civil Code §1542, which provides:

**A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.**

I (we) also expressly waive any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. I (we) acknowledge that I (we) may hereafter discover facts in addition to or different from those which I (we) now know or believe to be true with respect to the subject matter of the Released Claims, but I (we) nonetheless expressly fully, finally and forever settle and release, any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. I (we) acknowledge that the foregoing waiver and inclusion of Unknown Claims in the definition of Released Claims was separately bargained for and a key element of the Settlement of which this release is a part.

4. For purposes of this Proof of Claim and the release contained herein, “Released Persons” means Coast, Brian P. Peters, Brian F. Grimes, James K. Toomey, Joseph Gigliotti, Kennedy Legler III, Paul G. Nobbs, Thomas M. O’Brian, John R. Reinemeyer, Michael T. Ruffino, M. Alex White, Sandler O’Neill & Partners, L.P., Sterne, Agee & Leach, Inc., and Hacker, Johnson & Smith, P.A. (collectively, the “Settling

Defendants”), together with (i) each of the Settling Defendants’ present or former immediate family members, heirs, executors, administrators, successors, assigns, employees, officers (including, but not limited to, former Coast officers Justin D. Locke and Anne V. Lee), directors, attorneys, legal representatives, insurers, reinsurers, accountants or auditors, banks, investment banks, underwriters, consultants, and agents, (ii) any person or entity which is or has been related to or affiliated with any Settling Defendant, including, but not limited to, any direct or indirect predecessor, successor, parent, subsidiary, or sister corporation or business organization of any Settling Defendant (including, but not limited to, Coast Bank of Florida, First Banks, Inc. and First Bank), and (iii) any person or entity in which any Settling Defendant has or had a controlling interest and the present and former parents, subsidiaries, divisions, affiliates, predecessors, successors, employees, officers, directors, attorneys, assigns, legal representatives, insurers, reinsurers, accountants or auditors, banks, investment banks, underwriters, consultants, and agents of any such person or entity.

5. This release shall be of no force or effect unless and until the Court approves the Stipulation and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).

## **VI. REPRESENTATIONS AND WARRANTIES**

1. I (we) represent and warrant that I (we) am (are) the sole and lawful owner of all right, title, and interest in the matters released pursuant to Section V of this Proof of Claim. If I (we) am (are) submitting this Proof of Claim in a representative capacity (e.g., executor, guardian, etc.), I (we) represent and warrant the persons or entities I (we) represent are the sole and lawful owner(s) of all right, title, and interest in the matters released

pursuant to Section V of this Proof of Claim and that I (we) have all authority necessary to dispose of those matters. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

2. I (we) represent and warrant that I (we) am (are) fully authorized to execute and deliver this Proof of Claim.

3. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Coast common stock which occurred during the Class Period as well as the number of shares of Coast common stock held by me (us) at the opening of trading on January 21, 2005 and at the close of trading on January 22, 2007.

**SUBSTITUTE FORM W-9**

Request for Taxpayer Identification Number (“TIN”) and Certification

**PART I**

NAME: \_\_\_\_\_

Check appropriate box:

- |   |                                       |
|---|---------------------------------------|
| <input type="checkbox"/> Individual/Sole Proprietor | <input type="checkbox"/> Pension Plan |
| <input type="checkbox"/> Corporation                | <input type="checkbox"/> Partnership  |
| <input type="checkbox"/> IRA                        | <input type="checkbox"/> Other        |
|   | <input type="checkbox"/> Trust        |

Enter TIN on appropriate line.

For individuals, this is your social security number (“SSN”).

For sole proprietors, you must show your individual name, but you may also enter your business or “doing business as” name. You may enter either your SSN or your Employer Identification Number (“EIN”).

For other entities, it is your EIN.

\_\_\_\_ - \_\_\_\_ - \_\_\_\_\_ or \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_  
Social Security Number Employer Identification Number

**PART II**

For Payees Exempt from Backup Withholding

If you are exempt from backup withholding, enter your correct TIN in Part I and write “exempt” on the following line: \_\_\_\_\_.

**PART III**

Certification

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

1. The number shown on this form is my correct TIN; and
2. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result

of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out Item 2 above.

**SEE ENCLOSED FORM W-9 INSTRUCTIONS**

The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

I declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this \_\_\_\_\_ day of \_\_\_\_\_,  
(Month/Year)  
in \_\_\_\_\_, \_\_\_\_\_.  
(City) (State/Country)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Capacity of person(s) signing,  
e.g., Beneficial Purchaser, Acquirer,  
Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A  
SIGNIFICANT AMOUNT OF TIME.  
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. Remember to attach supporting documentation, if available.
3. Do not send original stock certificates.
4. Keep a copy of your claim form for your records.
5. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send us your new address.